

TR-1:

NOTIFICATION OF MAJOR INTERESTS IN SHARES

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2008 MAY -6 P 8: 23

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:	BAE Systems plc	
2. Reason for the notification		
An acquisition or disposal of voting rights	SUPPL	Yes
An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached		
An event changing the breakdown of voting rights		
Other (please specify): _____		
3. Full name of person(s) subject to the notification obligation:	Capital Group International, Inc.	
4. Full name of shareholder(s) (if different from 3.):		
5. Date of the transaction and date on which the threshold is crossed or reached:	22 April 2008	
6. Date on which issuer notified:	23 April 2008	
7. Threshold(s) that is/are crossed or reached:	6%	
8. Notified details:		



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A: Voting rights attached to shares

Class/type of shares if possible using the ISIN CODE	Situation previous to the Triggering transaction		Resulting situation after the triggering transaction					
	Number of Shares	Number of Voting Rights	Number of shares		Number of voting rights		% of voting rights	
			Direct	Indirect	Direct	Indirect	Direct	Indirect
Ordinary Shares	212,304,569	212,304,569		206,035,259		206,035,259		5.8698%

B: Financial Instruments

Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date	Exercise/ Conversion Period/ Date	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
N/A				

Total (A+B)

Number of voting rights	% of voting rights
206,035,259	5.8698%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:

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Proxy Voting:	
10. Name of the proxy holder:	
11. Number of voting rights proxy holder will cease to hold:	
12. Date on which proxy holder will cease to hold voting rights:	

13. Additional information:	
14. Contact name:	
15. Contact telephone number:	

As of 22 April 2008

BAE Systems plc

	<u>Number of Shares</u>	<u>Percent of outstanding</u>
<u>Capital Group International Inc ("CGII") holdings</u>	206,035,259	5.870%

Holdings by CGII Management Companies and Funds:

• Capital Guardian Trust Company	133,161,621	3.794%
• Capital International Limited	32,095,019	0.914%
• Capital International, S.A.	9,049,780	0.258%
• Capital International, Inc	31,728,839	0.904%

TR-1	Notification of a Major Interest in Shares
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1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached	BAE SYS EQUITIES
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2. Reason for Notification	
An acquisition or disposal of voting rights	X
An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached.	
An event changing the breakdown of voting rights	
Other: Please Specify	
3. Full name of person(s) subject to the notification obligation	AXA S.A, 25 Avenue Matignon, 75008 Paris and its group of companies
4. Full name of shareholder(s) if different from 3.	
5. Date of the transaction and date in which threshold is crossed or breached	21/04/2008
6. Date on which issuer notified	22/04/2008 (received 23/04/08)
7. Threshold(s) that is/are crossed or reached:	10 %.
8. Notified details:	

A: Voting rights attached to shares							
Class or Type of shares	Situation Previous to the triggering transaction		Resulting situation after the triggering transaction				
	Number of shares	Number of voting rights	Number of shares	Number of voting rights		% of voting rights	
			Direct	Direct	Indirect	Direct	Indirect
	386,091,768	386,091,768	29,933,189	29,933,189	327,391,979	0.85	9.30
0263494							

B: Financial Instruments**Resulting situation after triggering transaction**

Type of Financial Instrument	Expiration date	Exercise / conversion period / date	Number of voting rights that may be acquired if the instrument is exercised / converted	% of voting rights

Total A + B

Number of Voting Rights	% of voting rights
357,325,168	10.15%

Proxy Voting:

10. Name of the proxy holder:

11. Number of voting rights proxy holder will cease to hold:

12. Date on which proxy holder will cease to hold voting rights:

13. Additional information:

14. Contact name:

Terry Marsh

15. Contact telephone number:

020 7003 2637

9.Chain		
Name of the Company / Fund	Number of Shares	% of issued share capital
AXA Ireland Pension Fund	45,372	0.00129
Indirect		
AXA Rosenberg	2,619,345	0.07444
Direct		
Sun Life Unit Assurance Ltd A/c X	1,160,000	0.03297
Direct		
Sun Life Unit Assurance Ltd A/c X	110,000	0.00313
Direct		
AXA UK Investment Co ICVC Global Distribution Fund	178,000	0.00506
Indirect		
AXA UK Investment Co ICVC Global Growth Fund	799,000	0.02271
Indirect		
AXA UK Investment Co ICVC UK Equity Income Fund	275,000	0.00782
Indirect		
AXA UK Investment Co ICVC UK Opportunities Fund	325,000	0.00924
Indirect		
Sun Life Pensions Management Ltd A/c X	750,000	0.02131
Direct		
AXA Rosenberg	2,018,253	0.05736
Direct		
AXA Financial, Inc	126,207,046	3.58662
Indirect		
AXA Colonia Konzern	2,108,000	0.05991
Direct		
AXA Colonia Konzern	229,501	0.00652
Indirect		
AXA France	5,325,586	0.15134
Indirect		
AXA Australia	717,900	0.02040
Indirect		
AXA Rosenberg	60,629,072	1.72299
Indirect		

Sun Life International (IOM) Ltd	2,427	0.00007
Direct		
AXA Financial, Inc *	132,660,522	3.77002
Indirect		
Sun Life Pensions Management Ltd	265,986	0.00756
Direct		
Sun Life Pensions Management Ltd	48,836	0.00139
Direct		
Sun Life Unit Assurance Ltd LTAV UK Equity	10,000	0.00028
Direct		
Sun Life Unit Assurance Ltd ABL High Alpha	799,730	0.02273
Direct		
Sun Life Unit Assurance Ltd FTSE All Share Tracker	575,853	0.01636
Direct		
Sun Life Pensions Management LTAV UK Equity	1,815,000	0.05158
Direct		
Sun Life Pensions Management ABL High Alpha	4,138,614	0.11761
Direct		
Sun Life Pensions Management FTSE All Share Tracker	3,084,039	0.08764
Direct		
AXA Winterthur	6,762,940	0.19219
Direct		
Axa Sun Life With Profits Passive	2,428,540	0.06902
Direct		
Axa Sun Life With Profits Passive	1,235,626	0.03511
Direct		
Total Direct	29,933,189	0.85066
Total Indirect	327,391,979	9.30401
TOTAL	357,325,168	10.15467

END